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Anthony J. Fera
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 6, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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RE: A & O Fish, Inc.

Dear Sir:

Enclosed please find the originals and one copy of the Articles of Incorporation relating to the above styled corporation. Also enclosed is a cashiers check in the amount of ONE HUNDRED AND TWENTY-SEVEN DOLLARS AND FIFTY CENTS (\$127.50) payable to the Secretary of State, for the filing fee, registered agent fee and certified copy.

It is important that the enclosed articles are filed immediately upon receipt. Please return the certified copy in the self addressed stamped envelope.

Thank you for your prompt and courteous attention to this matter.

Sincerely,

Anthony J. Fera
ANTHONY J. FERIA

AJF/rf
Encls.

1-22-97

**ARTICLES OF INCORPORATION
OF
A & O FISH, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE ONE

The name of the corporation shall be **A & O FISH, INC.**

ARTICLE TWO

The Corporation shall have perpetual existence, unless sooner terminated according to law. The corporate existence shall commence immediately.

ARTICLE THREE

The general nature of the business and the object and purposes to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do, viz.:

- (a) To engage in the business of purchasing and selling salt or fresh water fish and/or equipment.
- (b) To engage in all types of marketing and promotional activities for the benefit of the corporation.

(c) Purchase, lease, sub-lease, permit, improve, manage, and operate, manage, sell, convey, or otherwise, dispose of real and personal property within or outside the State of Florida, and any interest therein necessary or convenient for the purposes herein expressed.

(d) Borrow money with or without pledge of, or mortgage all or any of its real or personal property whenever it is necessary or convenient for the purposes herein expressed.

(e) Contract and employ the necessary personnel or staff to carry out the purposes of the corporation.

(f) Purchase, subscribe for, or otherwise, secure or acquire, and hold the shares, stocks or obligations of any corporation and sell or exchange the same or upon the distribution of assets or division of profits, to distribute such shares or obligations or proceeds thereof among the stockholders of this corporation.

(g) Subscribe for, underwrite, and participate in underwriting, purchase, invest in, hold, own, sell, assign, transfer, pledge, mortgage, exchange, or otherwise dispose of notes, bonds, mortgages, debentures, stocks of other corporations and other securities, obligations, contracts and evidence of indebtedness, or investments, with full power to borrow such monies as it may require for the purpose of its business; to issue in any denominations its own bonds, debentures or other obligations secured by mortgages, or otherwise, on real personal property, or unsecured.

(h) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE FOUR

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is One Hundred (100) shares, with a par value of One Dollar (\$1.00) per share. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

ARTICLE FIVE

The name and street address of the initial registered agent and principal office of the corporation are as follows:

**ANTHONY J. FERIA
11940 S.W. 11 TERRACE
MIAMI, FLORIDA 33184**

The corporation shall have the privilege of opening branch offices at any other place within or without the State of Florida, and the Board of Directors may from time to time move the principal office to another address in Florida, pursuant to the procedures prescribed by law.

ARTICLE SIX

The initial Board of Directors of the corporation shall consist of one member who shall serve until his successor is elected and qualified at the first annual meeting of

stockholders. The name and address of the initial director is as follows:

**ANTHONY J. FERIA
11940 S.W. 11 TERRACE
MIAMI, FLORIDA 33184**

A Board of Directors consisting of at least one not more than three (3) shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLE SEVEN

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

**ANTHONY J. FERIA
11940 S.W. 11 TERRACE
MIAMI, FLORIDA 33184**

ARTICLE EIGHT

The corporation shall have all the power enumerated for a corporation under the laws of the State of Florida.

ARTICLE NINE

The corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by laws.

ARTICLE TEN

The name and address of the incorporator is as follows:

ANTHONY J. FERLA
11940 S.W. 11 TERRACE
MIAMI, FLORIDA 33184

ARTICLE ELEVEN

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.



IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of Incorporation at Miami, Dade County, Florida, on the 6th day of January, 1997, and does hereby certified that the facts and matters here in above set forth are true and correct to the best of my knowledge and belief.

Anthony J. FERIA
ANTHONY J. FERIA

STATE OF FLORIDA)
COUNTY OF DADE)SS

BEFORE ME, the undersigned authority, personally appeared **ANTHONY J. FERIA**, to me well known to be the person described in and who subscribed these Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida, this 6th day of January, 1997.


Notary Public, State of Florida

Printed Name

My Commission Expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent to accept service of process of A & O Fish, Inc., at the place designated in the Articles of Incorporation here in above set forth. I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Registered Agent.

Anthony J. FERIA

ANTHONY J. FERIA
11940 S.W. 11 TERRACE
MIAMI, FLORIDA 33184

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